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SEC

Potential persons who are to respond to the collection of information 1972 (6- contained in this form are not required to respond unless the form

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displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden

hours per response...1

RECEIVED

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC U	SE ONLY
Prefix	Serial
DATE R	RECEIVED

Name of Offering ([] check if this	is an amondmo	ont and name h	as changed as	ad indicate	mention of
change.)	is an amenume	siit aliu Haille i	ias changeu, ai		
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] <u>Rule 506</u>	[] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing [] Amendment				
A.	BASIC IDENT	IFICATION DA	NTA		
1. Enter the information requested	l about the issu	er			
Name of Issuer ([] check if this is change.) mPhase Technologies,		nt and name h	as changed, an	d indiciate	Parameter (1997)

	ces (Number and Street, City, State, Zip Code) uding Area Code) 587 Connecticut Avenue, Norwalk, CT 06854
Address of Principal Busin Telephone Number (Inclu (if different from Executive	•
Brief Description of Busin Telecommunications	ess Equipment - DSL Products
Type of Business Organiz	ation
[X] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
	Month Year
Actual or Estimated Date	of Incorporation or Organization: [10] [96] [X] Actual [] Estimated
Jurisdiction of Incorporation	on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [N][J]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Durando, Ror	nald A.		and the second s
Business or Resider 587 Connecticut Ave			City, State, Zip Code	€)	
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
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Business or Resider 587 Connecticut Ave			City, State, Zip Code	9)	
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	D. INFO	RMATION ABO	UI	PERING		inter nal i que qua que
1. Has the issuer sol offering?						Yes No [] [X]
O What is the mission		in Appendix, Co				\$ 15,000
2. What is the minim	um investment th	iat will be accep	tea 11	rom any individ	uai <i>?</i>	
3. Does the offering	permit joint owne	rship of a single	unit	?		Yes No [X] []
4. Enter the informat directly or indirectly, connection with sale person or agent of a	any commission of securities in t	or similar remun the offering. If a	erati pers	on for solicitation on to be listed	on of purchasers in is an associated	

perso only.	ns of su	ch a bro	ker or d	ealer, yo	ou may s	et forth t	he inform	nation foi	that bro	ker or de	∍aler	
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

the name of the broker or dealer. If more than five (5) persons to be listed are associated

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Debt Equity units, consisting of one share of common stock and warrant \$ 2,000,000 \$ 941,000 to purchase shares of common stock at \$0.30 per share...... [X] Common [] Preferred

Convertible Securities (including warrants) Partnership Interests Other (Specify). Total \$ 2,000,000 \$ 941,000

Sold

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Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Dollar Amount of Purchases
Accredited Investors	14	\$ 941,000
Non-accredited Investors	0	\$
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Sold
Rule 505		\$

Regulation A	\$
Rule 504	\$
Total	\$\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)	[] \$ 0 [] \$ 0 [] \$ 0 [] \$ 0 [] \$ 0_ [X] \$ 119,100
Total	
C - Question 1 and total expenses furnished in response to Part C - Question 4.6 difference is the "adjusted gross proceeds to the issuer."	a. This \$ 119,100
	Payments to Officers, Payments Directors, & To Affiliates Others []
Salaries and fees	\$\$ []
Purchase of real estate	\$\$
Purchase, rental or leasing and installation of machinery and equipment	[] \$\$
Construction or leasing of plant buildings and facilities	[] \$\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]
Repayment of indebtedness	[] \$\$_
Working capital	[] [X] \$ \$941,000
Other (specify):	[] \$ \$

Column Totals Total Payments Listed (column	umn totals added)	[]
	D. FEDERAL SIGNATURE	Transport Account Marcold Michael (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994)
this notice is filed under Rule 50 to furnish to the U.S. Securities	notice to be signed by the undersigned duly a <u>5</u> , the following signature constitutes an unde and Exchange Commission, upon written requer to any non-accredited investor pursuant to	ertaking by the issuer uest of its staff, the
Issuer (Print or Type)	Signature Signature	Date JULY 15, 2003
Name of Signer (Print or Type) Martin S. Smiley	Title of Signer (Print or Type) Executive Vice President, Chief Financial O	fficer and General Counsel

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)